

EXHIBIT C

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State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

060313669

9516379

04-19-2006

JGL MANAGEMENT CONSULTING
163 NORTH STREET
AUBURN

NY 13021

DESCRIPTION	AMOUNT
NXIVM CORPORATION	
2922183 8100H Certified - History	
0102S Incorp Delaware Sto 07-20-1998 1	32.00
0312V Renewal for Void 07-10-2000 1	32.00
0240 Amendment; Domestic 01-23-2002 1	32.00
0312V Renewal for Void 05-24-2005 1	32.00
Certification Fee	120.00
Document Page Fee	8.00
FILING TOTAL	128.00
TOTAL PAYMENTS	128.00
SERVICE REQUEST BALANCE	.00

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NXIVM CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE TENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EXECUTIVE SUCCESS PROGRAMS, INC." TO "NXIVM CORPORATION", FILED THE TWENTY-THIRD DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2005, AT 8 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "NXIVM CORPORATION".



2922183 8100H

060313669

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4678098

DATE: 04-19-06

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/20/1998
981280020 - 2922183

CERTIFICATE OF INCORPORATION
OF
EXECUTIVE SUCCESS PROGRAMS, INC.

FIRST. The name of this corporation shall be:

EXECUTIVE SUCCESS PROGRAMS, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

One Thousand Five Hundred (1,500) shares without par value.

FIFTH. The name and mailing address of the incorporator is as follows:

Elaine Phaneuf
The Company Corporation
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twentieth day of July, A.D. 1998.



Elaine Phaneuf
Incorporator

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/10/2000
001347461 - 2922183

CERTIFICATE
FOR RENEWAL AND REVIVAL OF CHARTER
OF
EXECUTIVE SUCCESS PROGRAMS, INC.

EXECUTIVE SUCCESS PROGRAMS, INC., a corporation organized under the laws of the State of Delaware, the Certificate of Incorporation of which was filed in the Office of the Secretary of State on the twentieth day of July A.D. 1998, the charter of which was voided for nonpayment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is:

EXECUTIVE SUCCESS PROGRAMS, INC.

2. Its registered office in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle and its registered agent is THE COMPANY CORPORATION.

3. The date when the restoration, renewal, and revival of the charter of this company is to commence is the twenty-twenty-ninth day of February, A.D., 2000, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.

4. This corporation was duly organized and carried on the business authorized by its charter until the first day of March, A.D., 2000, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, EXECUTIVE SUCCESS PROGRAMS, INC. has caused this Certificate to be signed by Nancy Salzman, this 5th day of May A.D. 2000.


Nancy Salzman, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/23/2002
020044285 - 2922163


**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EXECUTIVE SUCCESS PROGRAMS, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Executive Success Programs, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of this corporation shall be: NXIVM CORPORATION."
3. The amendment of the Certificate of Incorporation of the Corporation herein certified was duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on January 15, 2002



Nancy Salzman, President

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 08:00 AM 05/24/2005
 FILED 08:00 AM 05/24/2005
 SRV 050431148 - 2922183 FILE

STATE OF DELAWARE CERTIFICATE FOR RENEWAL AND REVIVAL OF CHARTER

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is NX1VM Corporation
2. Its registered office in the State of Delaware is located at 2711
CENTERVILLE RD STE 400 (street), City of WILMINGTON
 Zip Code 19803 County of NEW CASTLE, the name of
 its registered agent is The Company Corporation
3. The date of filing of the original Certificate of Incorporation in Delaware was 7/20/98
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 28th day of February, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2005, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 7th day of April A.D. 2005.

By: Nancy Seeman
 Authorized Officer
 Name: Nancy Seeman
 Print or Type
 Title: President